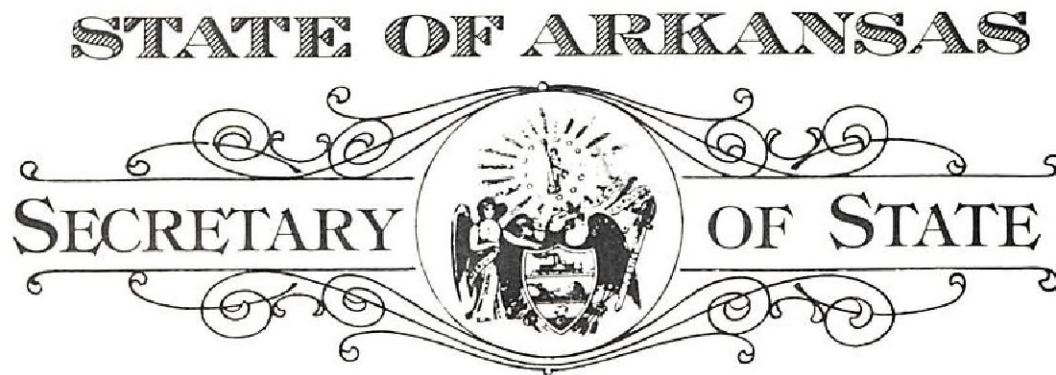




Sharon Priest
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

*I, Sharon Priest, Secretary of State of Arkansas, do hereby
certify that the following and hereto attached instrument of writing is
a true and perfect copy of*

ARTICLES OF INCORPORATION

OF

IMPACT MANAGEMENT GROUP, INC.

ORIGINAL ARTICLES FILED:

December 20, 1999

FILED
CORPORATIONS DIVISION
NO. 178874
99 DEC 20 AM 11:36

ARTICLES OF INCORPORATION

IMPACT MANAGEMENT GROUP, INC.

SHARON BUELL
SECRETARY OF STATE
STATE OF ARKANSAS
Sharon Buell

The undersigned, being a natural person of the age of twenty-one years or ~~more~~, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Act 958 of the 1987 General Assembly of the State of Arkansas, entitled "Arkansas Business Corporation Act," adopts the following Articles of Incorporation:

FIRST: The name of this Corporation is IMPACT MANAGEMENT GROUP, INC.

SECOND: The period of duration of this Corporation is perpetual.

THIRD: The nature of the business of the Corporation and the object or purposes proposed to be transacted, promoted or carried on by it are as follows:

(a) To engage inside and outside of the United States of America in every aspect of the business of consulting, sales, marketing, training and management of products and services as well as any other business ventures in which the Board of Directors believes the company's financial interests will be served. Also to acquire products and services through employees of this corporation and where necessary and relevant pursuant to licenses issued by the appropriate agencies of the Local, State and Federal governments.

(b) To do every thing necessary, suitable or proper for the accomplishment of the purposes, the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation or any amendment thereto.

Articles of Incorporation

Page 2

(c) The above powers are in addition to those granted by statute and they do not limit the powers so granted in any manner.

(d) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investment.

(e) To acquire the goodwill, rights, property, business and franchise of any person, firm, association or corporation whatsoever now or hereafter engaged in any business which the corporation may lawfully conduct; to pay therefor in cash or in stock or bonds of this professional corporation or otherwise in the manner provided by law; to hold, utilize, employ and in any manner dispose of the whole or any part of the rights and property so acquired; to assume in connection therewith any liabilities of any such person, firm, association or corporation and to conduct in lawful manner the whole or any part of the business thus acquired.

(f) To do all other things incidental to the above purposes and to transact every other kind of business and perform every other type of act permitted by law.

FOURTH: The registered office of this Corporation shall be located at 300 SPRING BUILDING, LITTLE ROCK, AR 72201 and the name of the registered agent in the State of Arkansas of this Corporation at that address is TERRELL E. BENHAM.

FIFTH: The aggregate number of shares of Capital Stock which the Corporation shall authorize and have the authority to issue is 1,000 common shares of stock having a par value of \$1.00 per share.

Articles of Incorporation

Page 3

SIXTH: The amount of capital with which this Corporation will begin business is \$300.00, and this Corporation shall not commence business until at least \$300.00 has been paid into and received by the Corporation as consideration for the issuance of its shares.

SEVENTH: Each Shareholder shall have all of the preemptive or similar rights to purchase or subscribe for any shares of stock or any securities convertible into stock of the Corporation conferred by or under Arkansas Law.

EIGHTH: The provisions for the regulation of the internal affairs of this Corporation shall be adopted by the Board of Directors. The power to amend or repeal the By-Laws or to adopt a new code of By-Laws shall be solely in the Shareholders of this Corporation, but the affirmative vote of a simple majority of the Shareholders of this Corporation shall be necessary to exercise that power. The code of By-Laws may contain any provisions of the regulation and management of this Corporation which are consistent with the Act and with these Articles of Incorporation.

NINTH: The President and Secretary of the corporation shall have the authority on behalf of the Corporation to enter into any contract between the Corporation and any or all of it's Shareholders (a) imposing restrictions of the future transfer (whether intervivos, by inheritance or testamentary gift), hypothecation or other disposition of it's shares; (b) granting purchase options to the Corporation or it's Shareholders to purchase such shares upon stated contingencies. In addition, any and all of such restrictions, options or requirements may be imposed on all shares of the Corporation issued and unissued, upon the unanimous resolution of the Board of Directors and

Articles of Incorporation

Page 4

the consent of all of the Shareholders as of the Articles of Incorporation date of the aforesaid unanimous resolution of the Board of Directors.

TENTH: No contract entered into by this Corporation shall be invalid or unenforceable because of the direct or indirect interest of any director or Shareholder in the contract.

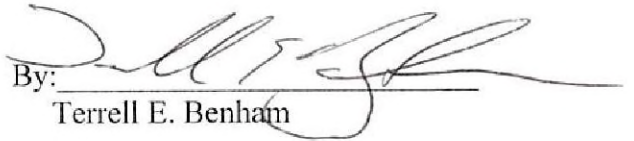
ELEVENTH: The name and address of the incorporator is as follows:

Terrell E. Benham
300 Spring Building, Little Rock, AR 72201

TWELFTH: All of the Officers, Directors, and Shareholders of this Corporation shall, at all times and if necessary, be persons licensed pursuant to State and Federal laws where such licensing is required to comply with such laws.

IN WITNESS WHEREOF, I have hereunto set my hand on this 20TH day of December, 1999.

Incorporator

By: 
Terrell E. Benham

EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date

Printed Name

Signature

04/02/24

Terrell Benham

